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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2010

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2010, or tax year beginning , and ending

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Name of foundation JOHN S PHIPPS FAMILY FOUNDATION		A Employer identification number 13-6861582
Number and street (or P O box number if mail is not delivered to street address) C/O BESSEMER TRUST, 630 FIFTH AVE 34 FL		B Telephone number (212)708-9216
City or town, state, and ZIP code NEW YORK, NY 10111		C If exemption application is pending, check here ☐ D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 26,059,555.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		791,796.	776,163.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		737,856.			
b Gross sales price for all assets on line 6a			737,856.		
7 Capital gain net income (from Part IV, line 2)					
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		<19,600.>	<19,600.>		STATEMENT 2
12 Total. Add lines 1 through 11		1,510,052.	1,494,419.		
13 Compensation of officers, directors, trustees, etc		33,559.	26,059.		7,500.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees		229,244.	229,202.		0.
17 Interest		837.	837.		0.
18 Taxes		2,151.	2,151.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		1,175.	0.		1,175.
24 Total operating and administrative expenses. Add lines 13 through 23		266,966.	258,249.		8,675.
25 Contributions, gifts, grants paid		1,200,000.			1,200,000.
26 Total expenses and disbursements. Add lines 24 and 25		1,466,966.	258,249.		1,208,675.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		43,086.			
b Net investment income (if negative enter -0-)			1,236,170.		
c Adjusted net income (if negative, enter -0-)				N/A	

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12-07-10

LHA For Paperwork Reduction Act Notice, see the instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing					
	2 Savings and temporary cash investments			635,819.	292,745.	292,745.
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations STMT 6			1,242,730.	1,296,868.	1,328,274.
	b Investments - corporate stock STMT 7			5,612,232.	5,439,509.	6,519,742.
	c Investments - corporate bonds STMT 8			475,433.	475,560.	499,876.
11 Investments - land, buildings, and equipment basis ▶						
Less: accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other STMT 9			9,689,287.	10,191,914.	17,418,918.	
14 Land, buildings, and equipment: basis ▶						
Less: accumulated depreciation ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers)			17,655,501.	17,696,596.	26,059,555.	
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)			0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒					
	27 Capital stock, trust principal, or current funds			17,655,501.	17,696,596.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			0.	0.	
	30 Total net assets or fund balances			17,655,501.	17,696,596.	
31 Total liabilities and net assets/fund balances			17,655,501.	17,696,596.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	17,655,501.
2 Enter amount from Part I, line 27a	2	43,086.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	17,698,587.
5 Decreases not included in line 2 (itemize) ▶ CTF ADJUSTMENT	5	1,991.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	17,696,596.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES	P		
b FROM PASSTHROUGH ENTITIES	P		
c CLASS ACTION			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			82,811.
b			654,319.
c			726.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			82,811.
b			654,319.
c			726.
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	737,856.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	1,258,670.	23,246,207.	.054145
2008	1,265,528.	27,513,676.	.045996
2007	2,634,313.	28,088,798.	.093785
2006	1,111,302.	26,033,706.	.042687
2005	1,143,681.	24,046,858.	.047561

2 Total of line 1, column (d)	2	.284174
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.056835
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	23,929,394.
5 Multiply line 4 by line 3	5	1,360,027.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	12,362.
7 Add lines 5 and 6	7	1,372,389.
8 Enter qualifying distributions from Part XII, line 4	8	1,208,675.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1 24,723.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2 0.
3 Add lines 1 and 2		3 24,723.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4 0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5 24,723.
6 Credits/Payments:		
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 18,550.	
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c 20,000.	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7 38,550.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8 67.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 13,760.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ☐ 13,760. Refunded ☐ 0.	11 0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► BESSEMER TRUST COMPANY, N.A. Telephone no. ► [212] 708-9216 Located at ► 630 FIFTH AVENUE, NEW YORK, NY ZIP+4 ► 10111			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

Part VIII. Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BESSEMER TRUST COMPANY, N.A. 630 FIFTH AVENUE NEW YORK, NY 10111	CORPORATE TRUSTEE 6.00	33,559.	0.	0.
MICHAEL DOUGLAS % BESSEMER TRUST, 630 FIFTH AVENUE NEW YORK, NY 10111	TRUSTEE 2.00	0.	0.	0.
STUART S. JANNEY III % BESSEMER TRUST, 630 FIFTH AVENUE NEW YORK, NY 10111	TRUSTEE 2.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	23,928,949.
b	Average of monthly cash balances	1b	364,852.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	24,293,801.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	24,293,801.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	364,407.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	23,929,394.
6	Minimum investment return. Enter 5% of line 5	6	1,196,470.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,196,470.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	24,723.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	24,723.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,171,747.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,171,747.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,171,747.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,208,675.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,208,675.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,208,675.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,171,747.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009	190,634.			
f Total of lines 3a through e	190,634.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 1,208,675.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	227,573.			
d Applied to 2010 distributable amount				981,102.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	190,634.			190,634.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	227,573.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				11.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	227,573.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010	227,573.			

** SEE STATEMENT 10

Form 990-PF (2010)

Part XIV	Private Operating Foundations (see instructions and Part VII-A, question 9)
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N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling

- b**
- Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

- 3** Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV **Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see the instructions.)**

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

N/A

b The form in which applications should be submitted and information and materials they should include:

N/A

c Any submission deadlines:

N/A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

N/A

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BESSEMER TRUST	238,911.	0.	238,911.
FROM FLOWTHROUGH ENTITIES	552,885.	0.	552,885.
TOTAL TO FM 990-PF, PART I, LN 4	791,796.	0.	791,796.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM FLOWTHROUGH ENTITIES	<19,600.>	<19,600.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<19,600.>	<19,600.>	

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSES FROM PASSTHROUGH ENTITY	229,244.	229,202.		0.
TO FORM 990-PF, PG 1, LN 16C	229,244.	229,202.		0.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	2,151.	2,151.		0.
TO FORM 990-PF, PG 1, LN 18	2,151.	2,151.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NEW YORK LAW JOURNAL	125.	0.		125.
NY STATE CHARITABLE FILING FEE	750.	0.		750.
WIRE FEES	300.	0.		300.
TO FORM 990-PF, PG 1, LN 23	1,175.	0.		1,175.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	6
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	X		1,296,868.	1,328,274.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,296,868.	1,328,274.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,296,868.	1,328,274.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BESSEMER TRUST	4,926,332.	5,949,417.
OLD WESTBURY REAL RETURN FUND	513,177.	570,325.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,439,509.	6,519,742.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	475,560.	499,876.
TOTAL TO FORM 990-PF, PART II, LINE 10C	475,560.	499,876.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE SUPPLEMENTAL SCHEDULE ATTACHED	COST	10,191,914.	17,418,918.
TOTAL TO FORM 990-PF, PART II, LINE 13		10,191,914.	17,418,918.

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO TREAT
EXCESS QUALIFYING DISTRIBUTIONS
AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 10

JOHN S PHIPPS FAMILY FOUNDATION

FORM 990-PF
EIN 13-6861582

SUPPLEMENTAL SCHEDULE OF INFORMATION

PART XIII, UNDISTRIBUTED INCOME, LINE 4C

ELECTION UNDER IRC REG. SEC. 53-4942(A)-3(D)(2)

PURSUANT TO IRC SECTION 4942(H)(2) AND REGULATION 53.4942(A)-3(D)(2),
JOHN S PHIPPS FAMILY FOUNDATION HEREBY ELECTS TO TREAT CURRENT YEAR'S
QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING YEAR'S
UNDISTRIBUTED INCOME AS BEING MADE OUT OF CORPUS.

BTNA/BY:
(SIGNATURE): Brenna Ryan, VP
(NAME): BRENNA RYAN
(TITLE): Corp Trustee

Trade date basis

ACCOUNT HOLDINGS

Cash and short term

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
BESSEMER SWEEP PROGRAM 0 100 %	246,076 180	\$1 00	\$246,076	\$1 000	\$246,076	100 0%		\$245	0 10%
Total cash and short term			\$246,076		\$246,076	100.0%		\$245	

Fixed income

US government

FEDERAL HOME LOAN BANK 1 375 % Due 06/08/2012	45,000	\$100 55	\$45,246	\$101 236	\$45,556	2 5%	\$310	\$618	1 36%
FEDERAL HOME LOAN BANK 5 375 % Due 06/08/2012	100,000	100 41	100,414	106 919	106,919	5 9	6,505	5,375	5 03
TENN VALLEY AUTH PWR BD 98 6 000 % Due 03/15/2013	500,000	112 44	562,205	111 199	555,995	30 4	(6,210)	30,000	5 40
US TREASURY NOTES 2 375 % Due 03/31/2016	275,000	101 66	279,565	101 266	278,481	15 2	(1,084)	6,531	2 35
US TREASURY NOTES 4 625 % Due 11/15/2016	303,000	102 12	309,438	112 648	341,323	18 7	31,885	14,013	4 11
Total US government			\$1,296,868		\$1,328,274	72.7%	\$31,406	\$56,537	4.26%

Corporate

GENERAL ELEC CAP CORP 5 250 % Due 10/19/2012 Aa2 /AA+	50,000	\$104 58	\$52,289	\$106 878	\$53,439	2 9%	\$1,150	\$2,625	4 91%
AMER EXPRESS CREDIT CO 7 300 % Due 08/20/2013 A2 /BBB+	35,000	99 83	34,942	112 686	39,440	2 2	4,498	2,555	6 48
NOVARTIS CAPITAL CORP 4 125 % Due 02/10/2014 Aa2 /AA-	50,000	99 90	49,948	106 719	53,359	2 9	3,411	2,062	3 87

Statement dated December 31, 2010

JOHN S PHIPPS FAMILY FOUNDATION

Trade date basis

Corporate - continued	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
WAL-MART STORES INC 3 200 % Due 05/15/2014 Aa2 /AA	50,000	102 90	51,449	104 593	52,296	2 9	847	1,600	3 06
JPMORGAN CHASE & CO 3 700 % Due 01/20/2015 Aa3 /A+	50,000	101 05	50,526	103 489	51,744	2 8	1,218	1,850	3 58
BERKSHIRE HATHAWAY INC 3 200 % Due 02/11/2015 Aa2 /AA+	50,000	100 09	50,046	103 188	51,594	2 8	1,548	1,600	3 10
PROCTER & GAMBLE CO 3 500 % Due 02/15/2015 Aa3 /AA-	50,000	99 58	49,790	104 992	52,496	2 9	2,706	1,750	3 33
PFIZER INC 5 350 % Due 03/15/2015 A1 /AA	50,000	99 87	49,937	112 416	56,208	3 1	6,271	2,675	4 76
Total corporate			\$388,927		\$410,576	22.5%	\$21,649	\$16,717	4.07%
International									
SHELL INTERNATIONAL FIN 4 000 % Due 03/21/2014 Aa1 /AA	50,000	\$99 97	\$49,986	\$106 410	\$53,205	2 9%	\$3,219	\$2,000	3 76%
EKSPORTFINANS A/S EXPT 2 15 2 000 % Due 09/15/2015 Aa1 /AA	30,000	99 74	29,923	97 662	29,298	1 6	(625)	600	2 05
Total international			\$79,909		\$82,503	4.5%	\$2,594	\$2,600	3.15%
Other bonds									
SMALL BUSINESS ADMIN 6.353 % Due 03/10/2011 Original Face = 300,000.000	6,724,196	\$100.00	\$6,724	\$101,090	\$6,797	0.4%	\$73	\$427	6.28%
Total fixed income			\$1,772,428		\$1,828,150	100.0%	\$55,722	\$76,281	4.17%

JOHN S PHIPPS FAMILY FOUNDATION

Trade date basis

U.S. Large cap

Consumer discretionary

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
DISNEY (WALT) HOLDING CO (DIS)	1,750	\$32.27	\$56,472		\$65,642	3.1%	\$9,170	\$700	1.07%
GENERAL MOTORS CO (GM)	1,100	34.08	37,485	36,860	40,546	1.9	3,061		
KOHL'S CORP (KSS)	1,150	55.38	63,685	54,340	62,491	3.0	(1,194)		
LOWES COS INC (LOW)	1,750	23.57	41,247	25,080	43,890	2.1	2,643	770	1.75
Total consumer discretionary			\$198,889		\$212,569	10.1%	\$13,680	\$1,470	0.69%

Consumer staples

ARCHER-DANIELS-MIDLAND CO (ADM)	2,000	\$30.28	\$60,566	\$30,080	\$60,160	2.9%	(\$406)	\$1,200	1.99%
KRAFT FOODS INC (KFT)	2,250	30.77	69,236	31,510	70,897	3.4	1,661	2,610	3.68
PROCTER & GAMBLE CO (PG)	850	66.36	56,405	64,330	54,680	2.6	(1,725)	1,637	3.00
WAL-MART STORES INC (WMT)	1,150	53.53	61,557	53,930	62,019	3.0	462	1,391	2.24
Total consumer staples			\$247,764		\$247,756	11.8%	(\$8)	\$6,838	2.76%

Energy

APACHE CORP (APA)	700	\$104.44	\$73,107	\$119,230	\$83,461	4.0%	\$10,354	\$420	0.50%
HESS CORP (HES)	1,200	60.88	73,060	76,540	91,848	4.4	18,788	480	0.52
NATIONAL OILWELL VARCO INC (NOV)	1,650	42.73	70,502	67,250	110,962	5.3	40,460	726	0.65
Total energy			\$216,669		\$286,271	13.6%	\$69,602	\$1,626	0.57%

Financials

ACE LIMITED	1,075	\$52.57	\$56,508	\$62,250	\$66,918	3.2%	\$10,410	\$1,419	2.12%
AMERICAN EXPRESS (AXP)	1,750	40.38	70,662	42,920	75,110	3.6	4,448	1,260	1.68
JPMORGAN CHASE & CO (JPM)	1,850	42.62	78,856	42,420	78,477	3.7	(379)	370	0.47
MORGAN STANLEY GRP INC (MS)	2,650	29.82	79,029	27,210	72,106	3.4	(6,923)	530	0.74

JOHN S PHIPPS FAMILY FOUNDATION

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
T ROWE PRICE GROUP INC (TROW)	950	51.38	48,812	64.540	61,313	2.9	12,501	1,026	1.67
Total financials			\$333,867		\$353,924	16.9%	\$20,057	\$4,605	1.30%

Health care

Pfizer Inc (PFE)	3,750	\$17.53	\$65,737	\$17.510	\$65,662	3.1%	(\$75)	\$3,000	4.57%
ST JUDE MEDICAL INC (STJ)	1,850	38.93	72,019	42.750	79,087	3.8	7,068	\$3,000	2.07%
Total health care			\$137,756		\$144,749	6.9%	\$6,993		

Industrials

Boeing Company (BA)	650	\$66.41	\$43,164	\$65.260	\$42,419	2.0%	(\$745)	\$1,092	2.57%
General Electric Co (GE)	5,250	16.23	85,206	18.290	96,022	4.6	10,816	2,940	3.06
Honeywell Intl Inc (HON)	1,300	43.05	55,971	53.160	69,108	3.3	13,137	1,573	2.28
Ingersoll-Rand Public Ltd	1,950	36.18	70,551	47.090	91,825	4.4	21,274	546	0.59
Total industrials			\$254,892		\$299,374	14.3%	\$44,482	\$6,151	2.05%

Information technology

Cisco Systems Inc (CSCO)	2,500	\$24.17	\$60,424	\$20.230	\$50,575	2.4%	(\$9,849)		
EMC Corp (EMC)	2,500	17.70	44,249	22.900	57,250	2.7	13,001		
Google Inc (GOOG)	125	620.28	77,535	593.970	74,246	3.5	(3,289)		
MasterCard Cl A (MA)	275	226.26	62,222	224.110	61,630	2.9	(592)	165	0.27
Microsoft Corp (MSFT)	3,250	29.63	96,297	27.910	90,707	4.3	(5,590)	2,080	2.29
Motorola Inc (MOT)	4,500	8.65	38,929	9.070	40,815	1.9	1,886	836	1.54
Qualcomm Inc (QCOM)	1,100	41.45	45,596	49.490	54,439	2.6	8,843	\$3,081	0.72%
Total information technology			\$425,252		\$429,662	20.5%	\$4,410		

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Materials									
INTERNATIONAL PAPER (IP)	2,500	\$27.23	\$68,082	\$27.240	\$68,100	3.2%	\$18	\$1,250	1.84%
Utilities									
PG & E CORP (PCG)	1,200	\$46.73	\$56,079	\$47.840	\$57,408	2.7%	\$1,329	\$2,184	3.80%
Total u.s. large cap			\$1,939,250		\$2,099,813	100.0%	\$160,563	\$30,205	1.44%

Non-U.S. Large cap

Non-U.S. large cap funds									
BTN CTF INTERNATIONAL FUND BOOK COST 822,808	71,865,484	\$11.52	\$827,745	\$15.798	\$1,135,299	100.0%	\$307,554	\$25,109	2.21%
Total non-u.s. large cap			\$827,745		\$1,135,299	100.0%	\$307,554	\$25,109	2.21%

Global Small & Mid cap

Global small & mid cap funds									
OLD WEST GL SM & MD CAP FD BOOK COST 1,049,610	100,097,314	\$10.30	\$1,030,645	\$15.470	\$1,548,505	100.0%	\$517,860	\$7,707	0.50%
Total global small & mid cap			\$1,030,645		\$1,548,505	100.0%	\$517,860	\$7,707	0.50%

Trade date basis

Global Opportunities

Global opportunities funds

OLD WESTBURY GL OPPTIES FD
BOOK COST 1,152,319

Total global opportunities

Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
151,206,310	\$7.46	\$1,128,692	\$7.710	\$1,165,800	100.0%	\$37,108	\$52,922	4.54%
		\$1,128,692		\$1,165,800	100.0%	\$37,108	\$52,922	4.54%

Real Return / Commodities

Real return funds

OLD WESTBURY REAL RETRN FD
BOOK COST 527,583

Total real return / commodities

Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
52,323,451	\$9.81	\$513,177	\$10.900	\$570,325	100.0%	\$57,148	\$1,569	0.28%
		\$513,177		\$570,325	100.0%	\$57,148	\$1,569	0.28%
		\$7,458,013		\$8,593,968		\$1,135,955	\$194,038	2.26%

Total marketable

JOHN S PHIPPS FAMILY FDN TAXRES

Trade date basis

ACCOUNT HOLDINGS

Cash and short term

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
BESSEMER SWEEP PROGRAM 0 100 %	46,669 370	\$1 00	\$46,669	\$1 000	\$46,669	100 0%		\$46	0 10%
Total cash and short term			\$46,669		\$46,669	100.0%		\$46	
Total value of account			\$46,669		\$46,669			\$46	0.10%

Market value

4

Total interest and dividends accrued

Total value of account including accruals

\$46,673

JOHN S PHIPPS FAMILY FOUNDATION
FORM 990-PF
EIN: 13-6861582
TAX YEAR ENDED: 12/31/10

Supplemental Schedule of Information

Part II, Line 13, Other Investments

OTHER INVESTMENTS	BOOK VALUE 12/31/10		FMV 12/31/10 PER K-1
Bessemer Securities, LLC	<u>10,191,914</u>	*	<u>17,418,918</u>
TOTAL OTHER INVESTMENTS	<u>\$10,191,914</u>		<u>\$17,418,918</u>

*Note: The above Fair Market Value is not a trading value, but rather the Foundation's pro-rata interest in the LLC's assets as shown on the LLC's audited financial statements. This does not take into consideration any discount for the inherent lack of marketability of the LLC interest or lack of voting control.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization JOHN S PHIPPS FAMILY FOUNDATION	Employer identification number 13-6861582
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. C/O BESSEMER TRUST, 630 FIFTH AVE 34 FL	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10111	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

BESSEMER TRUST COMPANY, N.A.

- The books are in the care of ► **630 FIFTH AVENUE - NEW YORK, NY 10111**
Telephone No. ► **[212] 708-9216** FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2010** or
► ☐ tax year beginning , and ending .

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 20,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 20,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2011)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II	Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)	
Type or print File by the extended due date for filing your return. See instructions.	Name of exempt organization	Employer identification number
	JOHN S PHIPPS FAMILY FOUNDATION	13-6861582
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O BESSEMER TRUST, 630 FIFTH AVE 34 FL	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10111	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

BESSEMER TRUST COMPANY, N.A.

- The books are in the care of ☒ 630 FIFTH AVENUE - NEW YORK, NY 10111

Telephone No ☒ [212] 708-9216

FAX No ☐

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2011.

5 For calendar year 2010, or other tax year beginning ☐ and ending ☐

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

INFORMATION NEEDED TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	20,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	20,000.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☒

Bruna Ryan, VP

Title ☒

Corp Trustee

Date ☒

8/3/11

Form 8868 (Rev. 1-2011)